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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 7, 2000

JOINT PETITION OF

POWERGEN plc, LG&E ENERGY CORP., CASE NO. PUA000020

and

KENTUCKY UTILITIES COMPANY, d/b/a
OLD DOMINION POWER COMPANY

For approval of a merger

ORDER FOR NOTICE AND COMMENT

On March 24, 2000, PowerGen plc ("PowerGen"), LG&E Energy Corp. ("LG&E Energy"), and Kentucky Utilities Company, d/b/a Old Dominion Power Company ("KU/ODP"), filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction whereby LG&E Energy will merge into PowerGen. Thus, the proposed transaction would result in PowerGen acquiring indirect control of KU/ODP.

We are of the opinion that public notice should be given and interested persons should have the opportunity to comment and request a hearing of the joint petition. Accordingly,

IT IS ORDERED THAT:

(1) The Petitioners shall promptly make a copy of their joint petition and supporting materials available to the public who may obtain a copy of the joint petition, at no charge, by

requesting it in writing from Petitioners' counsel at the address detailed below.

(2) Any interested person wishing to comment on the joint petition shall, on or before May 10, 2000, address such written comments to: Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and refer to Case No. PUA000020.

(3) On or before May 10, 2000, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA000020. Any request for hearing shall detail reasons that such issues cannot be adequately addressed in written comments.

(4) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Kendrick R. Riggs, Esquire, Ogden Newell & Welch, 1700 Citizens Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202-2874.

(5) The Commission Staff shall review the joint petition and shall file, on or before May 17, 2000, a report detailing the results of its investigation.

(6) The Petitioners shall respond to written interrogatories within seven (7) calendar days after receipt of

same. Except as modified above, discovery shall be in accordance with Part VI of the Commission's Rules of Practice and Procedure.

(7) On or before April 26, 2000, the Petitioners shall publish the following notice as display advertising, not classified, once in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT PETITION OF POWERGEN PLC,
LG&E ENERGY CORP., AND
KENTUCKY UTILITIES COMPANY,
d/b/a OLD DOMINION POWER COMPANY,
FOR APPROVAL OF A MERGER
CASE No. PUA000020

PowerGen plc ("PowerGen"), LG&E Energy Corp. ("LG&E Energy"), and Kentucky Utilities Company, d/b/a Old Dominion Power Company ("KU/ODP"), (collectively referenced as "the Petitioners"), filed a joint petition with the State Corporation Commission requesting approval of a proposed transaction whereby LG&E Energy will merge into PowerGen. The joint petition, if approved, will result in PowerGen acquiring indirect control of KU/ODP.

A copy of the above-referenced joint petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the joint petition, at no charge, by requesting a copy in writing from Petitioners' counsel at the address noted below.

Comments on the joint petition must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, P.O. Box 2118,

Richmond, Virginia 23218, on or before May 10, 2000. Requests for hearing must also be received by the Clerk on or before May 10, 2000. Requests for hearing shall state why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA000020. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: Kendrick R. Riggs, Esquire, Ogden Newell & Welch, 1700 Citizens Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202-2874.

If no sufficient request for hearing is received, a formal hearing may not be held.

POWERGEN PLC, LG&E ENERGY CORP., AND
KENTUCKY UTILITIES COMPANY

(8) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or personal delivery to the customary place of business or residence of the person served.

(9) On or before May 23, 2000, the Petitioners and any interested person may file with the Clerk of the Commission any response to Staff's Report.

(10) On or before May 1, 2000, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (7) and (8).